

RECORDATION NO. 29959 FILED

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**SURFACE TRANSPORTATION BOARD**

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E. FAS C. ALVORD (1942)  
E. LSWORTH C. ALVORD (1964)

November 1, 2011

Chief  
Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 E Street, S.W.  
Washington, D C 20423

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Full Service Railcar Lease, dated as of September 8, 2011, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are.

Lessor:	BBRX Two LLC 545 Steamboat Road Greenwich, CT 06830
Lessee:	Savatran LLC 1622 Chestnut Hill Drive Matthews, NC 28105

Section Chief  
November 1, 2011  
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A description of the railroad equipment covered by the enclosed document is:

189 railcars within the series BBFX 64871 – BBFX 65099 and CEFX 64872 – CEFX 65062 as more particularly set forth in the attachment to the document.

A short summary of the document to appear in the index is:

Memorandum of Full Service Railcar Lease

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned

Very truly yours,

A handwritten signature in black ink, appearing to read 'Edward M. Luria', with a stylized, flowing script.

✓ Edward M. Luria

EML/sem  
Enclosures

RECORDATION NO. 29959

NOV 01 '11 -5 15 PM

MEMORANDUM OF FULL SERVICE RAILCAR LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF FULL SERVICE RAILCAR LEASE dated as of this 8 day of September 2011, to that certain Master Full Service Railcar Lease dated as of September 8 2011, between BBRX TWO LLC, a Delaware limited liability company (the "Lessor") and SAVATRAN LLC, a Delaware limited liability company (the "Lessee"), pursuant to which Schedule No. 01 has been executed, is made by the Lessor and the Lessee (the Lessor and together with the Lessee, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, Lessor and the Lessee entered into that certain Master Full Service Railcar Lease dated as of September 8, 2011, and the Parties entered into that certain Schedule No. 01 thereto dated as of September 8, 2011 (hereinafter as the same may from time to time be amended, modified or supplemented, the "Agreement"), covering the equipment listed on Exhibit A hereto (the "Cars");

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Agreement, and the respective interests therein of the Parties and accordingly the Parties have caused this memorandum to be executed by their respective duly authorized officers, as of the date set forth below.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Cars to the Lessee in accordance with the terms and conditions of the Agreement, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

This Memorandum of Full Service Railcar Lease may be executed by the Parties in separate counterparts, each of which when so executed and delivered shall be an original, but all such counterparts shall together constitute but one and the same instrument.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

JSF  
9-8-11

I certify that I hold the title set forth below, that this instrument was executed on behalf of the Lessor by authority of its Board of Directors as of the date set forth below and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

BBRX TWO LLC, as Lessor

By. [Signature]  
Name. L. E. LAFFERTY  
Title. Vice President  
Date. 9/13/11

I certify that I hold the title set forth below, that this instrument was executed on behalf of the Lessee by authority of its Board of Directors as of the date set forth below and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

SAVATRAN LLC, as Lessee

By. [Signature]  
Name. Michael J Beyer  
Title. CEO  
Date. 9/8/11

JSE  
9-8-11

**EXHIBIT A**  
**MEMORANDUM OF FULL SERVICE RAILCAR LEASE**

<u>Quantity of Cars</u>	<u>Car Description</u>	<u>Reporting Mark and Numbers</u>
One Hundred Eighty Nine (189)	Aluminum body, Autoflood railcars with a 4300 CF capacity, 286,000 lbs GRL, built by Johnstown America in 2003	See Attached

Reporting Mark and Numbers

BBFX	64871	BBFX	64923	BBFX	64983	BBFX	65037	BBFX	65094
BBFX	64874	BBFX	64925	BBFX	64984	BBFX	65038	BBFX	65096
BBFX	64875	BBFX	64927	BBFX	64986	BBFX	65040	BBFX	65097
BBFX	64877	BBFX	64928	BBFX	64988	BBFX	65041	BBFX	65098
BBFX	64878	BBFX	64929	BBFX	64989	BBFX	65043	BBFX	65099
BBFX	64879	BBFX	64930	BBFX	64990	BBFX	65044	CEFX	64872
BBFX	64880	BBFX	64931	BBFX	64991	BBFX	65045	CEFX	64939
BBFX	64882	BBFX	64932	BBFX	64992	BBFX	65046	CEFX	64962
BBFX	64883	BBFX	64934	BBFX	64993	BBFX	65047	CEFX	64980
BBFX	64884	BBFX	64935	BBFX	64994	BBFX	65048	CEFX	65008
BBFX	64885	BBFX	64936	BBFX	64995	BBFX	65051	CEFX	65013
BBFX	64886	BBFX	64938	BBFX	64996	BBFX	65052	CEFX	65050
BBFX	64887	BBFX	64940	BBFX	64997	BBFX	65053	CEFX	65062
BBFX	64888	BBFX	64941	BBFX	64998	BBFX	65054		
BBFX	64889	BBFX	64942	BBFX	64999	BBFX	65056		
BBFX	64890	BBFX	64943	BBFX	65000	BBFX	65057		
BBFX	64891	BBFX	64944	BBFX	65001	BBFX	65058		
BBFX	64892	BBFX	64945	BBFX	65002	BBFX	65060		
BBFX	64894	BBFX	64949	BBFX	65003	BBFX	65061		
BBFX	64895	BBFX	64950	BBFX	65004	BBFX	65063		
BBFX	64896	BBFX	64951	BBFX	65006	BBFX	65064		
BBFX	64897	BBFX	64952	BBFX	65007	BBFX	65065		
BBFX	64898	BBFX	64953	BBFX	65009	BBFX	65066		
BBFX	64900	BBFX	64955	BBFX	65010	BBFX	65067		
BBFX	64902	BBFX	64956	BBFX	65012	BBFX	65069		
BBFX	64903	BBFX	64957	BBFX	65015	BBFX	65070		
BBFX	64904	BBFX	64959	BBFX	65016	BBFX	65073		
BBFX	64905	BBFX	64960	BBFX	65017	BBFX	65074		
BBFX	64906	BBFX	64961	BBFX	65018	BBFX	65075		
BBFX	64908	BBFX	64963	BBFX	65019	BBFX	65076		
BBFX	64909	BBFX	64964	BBFX	65020	BBFX	65077		
BBFX	64910	BBFX	64966	BBFX	65021	BBFX	65078		
BBFX	64911	BBFX	64967	BBFX	65022	BBFX	65079		
BBFX	64912	BBFX	64968	BBFX	65024	BBFX	65080		
BBFX	64913	BBFX	64970	BBFX	65025	BBFX	65081		
BBFX	64914	BBFX	64971	BBFX	65026	BBFX	65083		
BBFX	64915	BBFX	64972	BBFX	65027	BBFX	65085		
BBFX	64916	BBFX	64973	BBFX	65029	BBFX	65086		
BBFX	64917	BBFX	64974	BBFX	65031	BBFX	65087		
BBFX	64918	BBFX	64976	BBFX	65032	BBFX	65089		
BBFX	64919	BBFX	64977	BBFX	65033	BBFX	65090		
BBFX	64920	BBFX	64978	BBFX	65034	BBFX	65091		
BBFX	64921	BBFX	64979	BBFX	65035	BBFX	65092		
BBFX	64922	BBFX	64981	BBFX	65036	BBFX	65093		

CERTIFICATION

I, Edward M Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document

Dated 11/1/2011

Edward M Luria  
Edward M Luria